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Attorneys for Reorganized Debtors

**UNITED STATES DISTRICT COURT  
 SOUTHERN DISTRICT OF NEW YORK**

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<b>In re:</b>		<b>: Chapter 11</b>
<b>NORTHWEST AIRLINES CORPORATION, <u>et al.</u>,</b>		<b>: Case No. 05-17930 (ALG)</b>
		<b>:</b>
<b>Debtors.</b>		<b>: Jointly Administered</b>
		<b>:</b>
<b>GENERAL FOODS CREDIT CORP.,</b>		<b>x</b>
	<b>Appellant,</b>	<b>:</b>
		<b>:</b>
<b>v.</b>		<b>:</b>
<b>NORTHWEST AIRLINES, CORP.,</b>		<b>: Case No. 07-7940 (SAS)</b>
	<b>Appellee.</b>	<b>:</b>
		<b>:</b>
<hr/>		<b>x</b>

**APPELLEE REORGANIZED DEBTORS' RESPONSE IN SUPPORT OF APPELLEE  
BAE SYSTEMS (FUNDING ONE) LIMITED'S MOTION FOR RECONSIDERATION  
OF THE COURT'S DECEMBER 4, 2007 ORDER DISMISSING THE APPEAL OF  
GENERAL FOODS CREDIT CORPORATION WITHOUT PREJUDICE**

Northwest Airlines Corporation and certain of its affiliated entities (collectively the "Reorganized Debtors" or "Northwest")<sup>1</sup>, through their undersigned counsel, respectfully submit this Response in support of the Motion (the "Motion") of BAE Systems (Funding One) Limited ("BAE") seeking relief pursuant to Rule 8015 of the Federal Rules of Bankruptcy Procedure from this Court's Order dated December 4, 2007 (the "Order"), dismissing without prejudice the appeal (the "Appeal") brought by General Foods Credit Corporation. Northwest respectfully supports the Motion and agrees with the legal analysis of BAE.

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<sup>1</sup> In addition to Northwest Airlines Corp., the Reorganized Debtors consist of: Northwest Airlines, Inc. ("Northwest Airlines"), NWA Fuel Services Corporation, Northwest Aerospace Training Corp., MLT Inc., Compass Airlines, Inc. f/k/a Northwest Airlines Cargo, Inc., NWA Retail Sales Inc., Montana Enterprises, Inc., NW Red Baron LLC, Aircraft Foreign Sales, Inc., NWA Worldclub, Inc. and NWA Aircraft Finance, Inc. The preceding entities, together with Northwest Airlines Holdings Corporation and NWA Inc., were the debtors and debtors in possession in these cases prior to May 31, 2007, when Northwest Airlines Holdings Corporation merged into NWA Inc. and thereafter, NWA Inc. merged into Northwest Airlines and went out of existence with Northwest Airlines as the surviving entity.

WHEREFORE, Northwest respectfully requests that this Court reconsider its Order, reinstate the Appeal, and provide such other and further relief as may be appropriate at this time.

Dated: Washington, DC  
December 20, 2007

CADWALADER, WICKERSHAM & TAFT LLP

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